

1 **DOLL AMIR & ELEY LLP**  
GREGORY L. DOLL (SBN 193205)  
2 gdoll@dollamir.com  
MARY TESH GLARUM (SBN 175181)  
3 mglarum@dollamir.com  
1888 Century Park East  
4 Suite 1106  
Los Angeles, California 90067  
5 Telephone: (310) 557-9100  
Facsimile: (310) 557-9101  
6  
Attorneys for Defendants  
7 **AUTONOMY CORPORATION PLC**

8  
9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**

11 GA ESCROW, LLC, a Delaware limited  
12 liability company, a Representative for the  
Escrow Participants,

13 Plaintiff,

14 v.

15 AUTONOMY CORPORATION PLC, a  
16 corporation formed under the laws of  
England and Wales

17 Defendants.  
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CASE NO. C08-01784JL

**DECLARATION OF ANDREW M.  
KANTER IN SUPPORT OF  
DEFENDANT AUTONOMY  
CORPORATION PLC'S MOTION TO  
DISMISS PURSUANT TO RULE 12(b)(6)  
OF THE FEDERAL RULES OF CIVIL  
PROCEDURE**

Date: June 25, 2008

Time: 9:30 a.m.

1 I, Andrew M. Kanter, hereby declare:

2 1. I am the Chief Operating Officer of Autonomy Corporation plc ("Autonomy").  
3 The facts set forth herein below are personally known to me; if called upon to do so, I could  
4 and would testify competently thereto under oath. I am submitting this declaration in support  
5 of Autonomy's Motion To Dismiss pursuant to Rule 12(b)(6) of the Federal Rules of Civil  
6 Procedure.

7 2. I was part of the group of directors and officers of Autonomy that considered and  
8 approved the acquisition of Zantaz, Inc. That acquisition was completed on July 23, 2007  
9 pursuant to an agreement dated July 3, 2007 entitled "Agreement And Plan Of Merger By And  
10 Among Autonomy Corporation plc, Antelope Acquisition Corp., Zantaz, Inc. and GA Escrow  
11 LLC, as Escrow Participant's Representative" (hereinafter referred to as the "Merger  
12 Agreement"). I personally reviewed and signed the Merger Agreement on behalf of Autonomy.  
13 As reflected by the signature page in the Agreement, Matthew Nimetz, a managing director of  
14 GA Escrow, LLC ("GA Escrow"), signed the Merger Agreement on behalf of GA Escrow. A  
15 true and correct copy of the Merger Agreement, bearing both my signature and that of Mr.  
16 Nimetz, is attached hereto as Exhibit A. The Merger Agreement is referenced throughout GA  
17 Escrow's Complaint in this matter, including at paragraphs 9 through 12.

18 3. The parties also entered into an Escrow Agreement dated July 20, 2007. I  
19 personally reviewed and signed the Escrow Agreement on behalf of Autonomy. Mr. Nimetz  
20 signed the Escrow Agreement on behalf of GA Escrow. A true and correct copy of the Escrow  
21 Agreement, bearing both my signature and that of Mr. Nimetz, is attached hereto as Exhibit B.  
22 The Escrow Agreement is referenced throughout GA Escrow's Complaint in this matter,  
23 including at paragraphs 15 through 17.

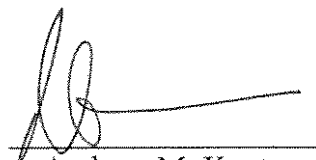
24 4. On September 11, 2007, I sent to Christopher G. Lanning of GA Escrow a  
25 payment request as provided by Section 3(b)(iii) of the Escrow Agreement. I caused the letter  
26 to be sent by facsimile to the facsimile number designated in Section 11 of the Escrow  
27 Agreement. A true and correct copy of the September 11, 2007 payment request is attached  
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1 hereto as Exhibit C. The payment request is referenced throughout GA Escrow's Complaint in  
2 this matter, including at paragraphs 18 through 22.

3 5. On October 2, 2007, I received a letter from Thomas J. Murphy, a managing  
4 director of GA Escrow. I received this letter via facsimile at the facsimile number designated in  
5 Section 11 of the Escrow Agreement. A true and correct copy of this letter is attached hereto as  
6 Exhibit D. In the attached letter, Mr. Murphy expressly acknowledged having received the  
7 September 11, 2007 payment request. The October 2, 2007 letter is referenced in GA Escrow's  
8 Complaint at paragraph 23.

9 I declare under penalty of perjury under the laws of the United States that the foregoing  
10 is true and correct.

11 Executed this 9<sup>th</sup> day of April, 2008 at Cambridge, England.

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15 Andrew M. Kanter  
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**PROOF OF SERVICE**

**STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 1888 Century Park East, Suite 1106, Los Angeles, California 90067.

On April 9, 2008, I served the foregoing document(s) described as **DECLARATION OF ANDREW M. KANTER IN SUPPORT OF DEFENDANT AUTONOMY CORPORATION PLC'S MOTION TO DISMISS PURSUANT TO RULE 12(b)(6) OF THE FEDERAL RULES OF CIVIL PROCEDURE** on the parties in this action by serving:

Arthur J. Shartsis, Esq.  
Gregg S. Farano, Esq.  
Shartsis Friese LLP  
One Maritime Plaza, 18th Floor  
San Francisco, CA 94111

☐ **By Envelope:** by placing ☐ the original ☒ a true copy thereof enclosed in sealed envelopes addressed as above and delivering such envelopes:

☐ **By Mail:** As follows: I am "readily familiar" with this firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

☐ **By Personal Service:** I delivered such envelope by hand to the offices of the addressee(s).

☐ **By Facsimile Transmission:** On April 9, 2008, I caused the above-named document to be transmitted by facsimile transmission to the offices of the addressee(s) at the facsimile number(s) so indicated above. The transmission was reported as complete and without error.

☐ **By Electronic Mail:** I scanned and submitted an electronic versions of the document via electronic mail to the attached Service List and confirmed receipt of the e-mail.

☒ **By Electronic Filing:** Based upon my training and experience with electronic filing in the federal courts, it is my understanding that a copy of this Document, upon its submission to the Court, will be electronically served on the addressees.

Executed on April 9, 2008 at Los Angeles, California.

☐ **STATE** I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

☒ **FEDERAL** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

\_\_\_\_\_/s/\_\_\_\_\_  
Susan Reimers